

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

JOINT MOTION TO CLARIFY TRANSFER OF CLAIM

COME NOW AmeriNational Community Services, LLC, as servicer for the GDB Debt Recovery Authority (hereafter “AmeriNat”), and the Government Development Bank for Puerto Rico, as Trustee of the GDB Public Entity Trust (the “PET”), by and through their respective undersigned legal counsel, and respectfully clarify as follows:

1. On May 3, 2017, the Commonwealth of Puerto Rico (“Commonwealth”), by and through the Financial Oversight and Management Board for Puerto Rico, as the Commonwealth’s representative pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”), filed a petition with the United States District Court for

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (“Commonwealth”) (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566- LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

the District of Puerto Rico (the “District Court”) under Title III of PROMESA (the “Title III Case”).

2. On May 25, 2018, the Government Development Bank for Puerto Rico (“GDB”) filed Proof of Claim No. 29485 in the Title III Case in the amount of not less than \$2,231,033,108.00 (the “GDB Claim”).

3. On August 10, 2018, GDB and the Puerto Rico Fiscal Agency and Financial Advisory Authority filed an application with the District Court pursuant to Section 601(M)(1)(D) of PROMESA for approval of a qualifying modification with respect to GDB’s financial indebtedness (the “Qualifying Modification”), commencing Civil Case No. 18-01561 (LTS) (the “Title VI Case”). See Title VI Case, Docket No. 1. On November 7, 2018, the District Court entered an order certifying the Qualifying Modification (the “Certification Order”). See Title VI Case, Docket No. 270. On November 29, 2018, the Closing Date (as defined in the Certification Order) occurred. See Title VI Case, Docket No. 276.

4. Pursuant to the *Government Development Bank for Puerto Rico Debt Restructuring Act*, Act No. 109-2017 (as amended by Act No. 147-2018, the “GDB Restructuring Act”), each of the GDB Debt Recovery Authority and the PET were created as public trusts and governmental instrumentalities of the Commonwealth.

5. As a condition to the occurrence of, and upon, the Closing Date, GDB and the GDB Debt Recovery Authority entered into that certain Master Transfer Agreement, dated as of November 29, 2018 (the “Master Transfer Agreement”) which provides, in pertinent part, for the transfer by GDB to the GDB Debt Recovery Authority of the Transferred Assets (as defined in the Master Transfer Agreement).

6. In addition, as a condition to the occurrence of, and upon, the Closing Date, pursuant to that certain Deed of Constitution of Trust (GDB Public Entity Trust) executed by GDB (the “Public Entity Deed of Trust”), GDB transferred the Public Entity Trust Assets (as defined in the Public Entity Deed of Trust) to the PET.²

7. On January 29, 2019, AmeriNat filed a *Motion to Inform Transfer of Claim* in which it submitted its *Transfer of Claim other than for Security* with regards to GDB’s Claim (the “Informative Motion” and “Transfer Notice,” respectively). See, Docket No. 4970. The Informative Motion and the Transfer Notice state that the full amount of the GDB Claim has been transferred to the GDB Debt Recovery Authority instead of just the portion of the GDB Claim consisting of Transferred Assets (as defined in the Master Transfer Agreement).

8. AmeriNat and GDB, as Trustee of the PET, submit this joint informative motion to clarify the GDB assets that, on the Closing Date, were transferred to the GDB Debt Recovery Authority and to the PET, respectively.

9. AmeriNat and GDB, as Trustee of the PET, hereby wish to modify and correct the Informative Motion and Transfer Notice for the purpose of clarifying the claims register to reflect that the GDB Claim is held as follows, consistent with the Master Transfer Agreement and the Public Entity Deed of Trust:

- a. GDB Debt Recovery Authority - \$527,581,425.65 corresponding to the notes, loans and relationships included in **Exhibit A**;
- b. PET - \$1,210,506,067.03 corresponding to the notes, loans and relationships included **Exhibit B**.

WHEREFORE, AmeriNat and GDB, as Trustee of the PET, respectfully request the Court to take note of the foregoing, and request that the Informative Motion and Transfer Notice be clarified

² GDB, as Trustee of the PET, intends to file a transfer notice pursuant to Bankruptcy Rule 3001(e) in respect of the transfer of the Public Entity Trust Assets from GDB to the PET.

and modified on the claims register to reflect the bifurcation of the GDB Claim between the GDB Debt Recovery Authority and the PET as follows:

- a. GDB Debt Recovery Authority - \$527,581,425.65 corresponding to the notes, loans and relationships outlined at **Exhibit A**;
- b. PET - \$1,210,506,067.03 corresponding to the notes, loans and relationships outlined at **Exhibit B**.

RESPECTFULLY SUBMITTED.

In San Juan, Puerto Rico, this 13th day of March, 2019.

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WE HEREBY CERTIFY that on this same date, we electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to all CM/ECF participants in this case. We further certify that, on this same date, we served the foregoing upon all the Standard Parties as identified and defined at ¶ II(A) of the Court's *Order Establishing Case Management Procedures* (Docket No. 40), as amended and clarified (Dockets No. 262, 1065, 1512, 2839, 3730, 3804, and 4866 of Case No. 17-03283 (LTS)).

EXHIBIT A

Portion of GDB Claim Composed of Transferred Assets

Commonwealth Loan Assets and Commonwealth Guaranteed Loan Asset

Entity	Loan ID	Balances as of 11/29/2018	Balance as of 9/30/2018	Base Rate	Spread	Maturity
		Outstanding Principal ¹	Accrued Interest			
Government of Puerto Rico - General Obligation	20001721500100347	21,095,309.51	5,039,715.81	P	1.5	6/30/2041
Government of Puerto Rico - General Obligation	20001721500100348	63,135,000.00	17,589,235.65	P	1.5	6/30/2042
Government of Puerto Rico - General Obligation	20001721500100353	50,419,093.00	13,905,297.40	P	1.5	6/30/2043
Government of Puerto Rico - General Obligation	20001721500100356	34,788,635.25	7,185,974.14	P	1.5	6/30/2043
APLA Bonds - Ports Bonds	Port of the Americas	225,533,700.45	88,889,464.44	F	9.52	1/1/2045
Total		394,971,738.21	132,609,687.44			

1. Reflects the estimated principal balance after giving effect to the Closing Date Adjustments

EXHIBIT B

Portion of GDB Claim Composed of Public Entity Trust Assets

Entity	Loan ID	Balances as of 11/29/2018		Balance as of 9/30/2018		Base Rate	Spread	Maturity
		Outstanding Principal ¹	Accrued Interest					
Superintendent of the Capitol	20025021500100304	5,507,846.65	994,326.53	F	5.8			6/30/2024
Office of Courts Administration	20026921500100302	32,405,577.08	6,521,712.29	P	1.5			7/31/2027
Agricultural Enterprises Development Administration (ADEA)	20000921500100301	30,182,951.55	11,515,185.45	F	7			6/30/2040
Agricultural Enterprises Development Administration (ADEA)	20000921500100302	23,322,075.97	6,260,993.83	P	1.5			2/1/2030
Agricultural Enterprises Development Administration (ADEA)	20000921500100401	12,080.35	5,204.57	F	7			6/30/2040
Agricultural Enterprises Development Administration (ADEA)	20000921500100402	8,121,885.62	3,499,243.50	F	7			6/30/2040
Department of Education	20001521500100301	3,986,270.14	1,317,943.64	F	7			6/30/2018
Department of Education	20001521500100302	88,003,456.21	25,764,502.14	F	7			6/30/2040
PR Treasury Department (Hacienda)	20001721500100301	15,916,800.82	5,753,394.75	F	7			6/30/2040
PR Treasury Department (Hacienda)	20001721500100302	3,225,686.80	1,184,130.23	F	7			6/30/2008
PR Treasury Department (Hacienda)	20001721500100303	1,693,566.17	612,167.94	F	7			6/30/2040
PR Treasury Department (Hacienda)	20001721500100304	16,444,812.14	6,036,791.68	F	7			9/30/2012
PR Treasury Department (Hacienda)	20001721500100306	582,499.92	213,832.22	F	7			6/30/2008
PR Treasury Department (Hacienda)	20001721500100308	1,209,147.80	437,066.79	F	7			6/30/2019
PR Treasury Department (Hacienda)	20001721500100310	18,604,693.96	6,724,978.79	F	7			6/30/2019
PR Treasury Department (Hacienda)	20001721500100311	407,601.94	147,334.59	F	7			6/30/2040
PR Treasury Department (Hacienda)	20001721500100313	3,511,378.64	1,269,246.77	F	7			6/30/2015
PR Treasury Department (Hacienda)	20001721500100314	6,577,924.86	2,377,701.25	F	7			9/30/2013
PR Treasury Department (Hacienda)	20001721500100315	26,373,089.40	9,681,402.63	F	7			6/30/2040
PR Treasury Department (Hacienda)	20001721500100325	40,438,737.44	14,617,260.04	F	7			6/30/2040
PR Treasury Department (Hacienda)	20001721500100339	162,959.25	51,874.47	P	1.5			6/30/2019
PR Treasury Department (Hacienda)	20001721500100343	34,451,711.05	10,966,937.98	P	1.5			6/30/2018
Department of Justice	20001821500100301	17,563,719.55	5,060,632.81	F	7			6/30/2040
Department of Justice	20001821500100302	16,585,780.42	4,778,859.58	F	7			6/30/2040
Department of Justice	20001821500100303	15,343,921.55	4,421,042.78	F	7			6/30/2040
Department of Housing	20001921500100301	6,830,586.28	341,456.11	N	1.25			6/30/2040
Department of Housing	20001921500100302	12,666,625.99	22,063.84	N	0.75			2/28/2038
National Parks Company of Puerto Rico (NPCPR)	20002021500100301	867,567.46	311,392.87	F	7			6/30/2040
National Parks Company of Puerto Rico (NPCPR)	20002021500100302	3,668,817.64	1,296,966.44	F	7			6/30/2040
National Parks Company of Puerto Rico (NPCPR)	20002021500100303	2,618,009.76	566,118.60	F	7			12/31/2018
Department of Agriculture	20004121500100301	65,224,560.92	18,650,076.09	F	7			6/30/2040
Veteran's Attorney's Office	20005321500100302	292,132.95	102,011.42	P	1.5			3/31/2015
Department of Sports and Recreation	20006321500100302	560,843.19	158,105.59	F	7			6/30/2018
Department of Sports and Recreation	20006321500100303	8,221,767.51	2,388,210.99	F	7			6/30/2040
Department of Sports and Recreation	20006321500100304	545,869.06	155,250.79	F	7			6/30/2040
Department of Health	20006521500100301	15,521,956.15	5,387,123.34	F	7			6/30/2040
Department of Health	20006521500100302	14,320,437.24	5,605,941.34	F	7			6/30/2040
Department of Transportation and Public Works	20006621500100301	5,490,519.92	1,570,789.62	F	7			6/30/2018
Department of Transportation and Public Works	20006621500100302	21,440,479.84	6,133,932.13	F	7			6/30/2040
Department of Transportation and Public Works	20006621500100303	13,224,691.17	3,783,468.47	F	7			6/30/2018
Department of Transportation and Public Works	20006621500100304	30,350,947.26	8,683,140.62	F	7			6/30/2040
Department of Transportation and Public Works	20006621500100306	12,363,082.27	3,450,587.17	F	7			6/30/2018
Office of Management and Budget	20008321500100301	149,999,474.60	35,973,345.76	P	1.5			7/30/2022
Office of Management and Budget	20008321500100302	115,470,353.57	24,239,727.10	P	1.5			7/31/2037
PR Police Department	20010121500100301	11,835,595.49	2,183,967.38	F	7			6/30/2040
PR Police Department	20010121500100302	37,279,442.26	6,879,001.56	F	7			6/30/2040
Superintendent of the Capitol	20025021500100301	15,495,304.16	4,433,089.52	F	7			6/30/2040
Superintendent of the Capitol	20025021500100303	6,485,628.24	1,279,115.45	P	1.5			6/30/2018
Catastrophic Diseases Fund	20040121500100302	3,274,707.69	639,113.84	F	6			6/30/2040
Department of Correction and Rehabilitation	20054121500100303	18,058,776.55	5,055,526.22	F	7			6/30/2018
Department of Correction and Rehabilitation	20054121500100304	64,430,067.59	14,143,225.60	P	1.5			6/30/2040

1. Reflects the estimated principal balance after giving effect to the Closing Date Adjustments

Net Depositors	Client ID	Net Deposit				
Institute of Puerto Rican Culture (IPRC)	200072	(5,926,123.22)				
Environmental Quality Board	200075	(235,964.83)				
Electronic Lottery	200251	(11,030,560.83)				
Department of Housing (Office for Liquidation of CRUV)	200400	(8,507,220.67)				
Office for the Improvement of Public Schools (OMEP)	200273	(4,787,403.40)				
Higher Education Council	200024	(4,507,050.81)				
Telecommunications Regulatory Board	200096	(2,903,741.36)				
Department of Environmental and Natural Resources	200064	(2,840,798.16)				
Puerto Rico Higher Education Assistance Corporation	200279	(2,398,835.88)				
Puerto Rico Senate	200348	(1,575,283.12)				
Puerto Rico National Guard	200070	(460,137.14)				
Family and Children's Administration	200033	(438,150.76)				
Consumer Protection Independent Office	200572	(437,575.67)				
Public Policy State Office of Energy Matters	200570	(397,317.67)				
Child Care and Development Administration	200122	(228,377.38)				
State Elections Commission	200104	(86,011.40)				
Bayamon Judicial Center	200385	(70,935.65)				
Carolina Judicial Center	200388	(65,939.85)				
High Court of Caguas	200379	(49,720.17)				
Judicial Center of San Juan	200384	(46,348.91)				
PR Health Services Facilities Management	200542	(40,275.54)				
Utado Court	200386	(28,018.91)				
Court of First Instance of San Juan	200381	(23,647.59)				
Ponce Judicial Center	200383	(22,234.98)				
Court of Albonito	200387	(21,748.94)				
General Court of Mayaguez	200382	(20,187.01)				
Secretary of the Department of Family	200111	(18,872.96)				
General Court of Guayama	200380	(16,913.42)				
Office of the Comptroller of Puerto Rico	200048	(14,043.57)				
Administration for the Training of Future Entrepreneurs and Workers	200076	(9,956.89)				
Court of First Instance	200389	(9,749.46)				
Arecibo Judicial Center	200378	(7,732.80)				
Supreme Court of Puerto Rico	200124	(7,239.35)				
Office of the Panel on the Independent Prosecutor	200050	(2,349.02)				
Institute of Statistics of Puerto Rico	200403	(1,816.82)				
Department of Labor and Human Resources	200067	(69,952,056.41)				
Department of Economic Development and Commerce	200044	(1,729,668.55)				
Puerto Rico Education Council	200559	(445,773.66)				
Department of the Family	Various	(947,679.28)				
Total		926,859,552.02	283,646,515.01			